If you are in any doubt

If you have sold or transferred

福萊特玻璃集團股份有限公司

Flat Glass Group Co., Ltd.

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 6865)

(1) PROPOSED INTERIM DIVIDEND FOR THE SIX MONTHS ENDED 30 JUNE 2023
(2) PROPOSED CHANGES OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS
(4) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS
(5) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS
(6) PROPOSED AMENDMENTS TO THE WORKING INSTRUCTIONS FOR INDEPENDENT DIRECTORS
(7) NOTICE OF THE 2023 SECOND EGM
AND
(8) NOTICE OF THE 2023 SECOND H SHARE CLASS MEETING

CONTENTS

Page

DEFINITIONS 1

LETTER FROM THE BOARD 3

APPENDIX I – PROPOSED CHANGES OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION 10

APPENDIX II – PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS 10

APPENDIX III – PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS 12

APPENDIX IV – PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS 143

APPENDIX V – PROPOSED AMENDMENTS TO THE WORKING INSTRUCTIONS FOR INDEPENDENT DIRECTORS 1 3

NOTICE OF THE 2023 SECOND EGM 1 3

NOTICE OF THE 2023 SECOND H SHARE CLASS MEETING 1

In this circular, the following expressions shall have the following meanings unless the context requires otherwise:

"2023 [illegible]" – [illegible] 2023 [illegible]

"2023 [illegible]" – 2023 [illegible] 2023 [illegible]

"2023 [illegible]" – 2023 [illegible] 2:30 [illegible] 2023 [illegible]

"2023 [illegible]" – [illegible] 2023 [illegible] 2023 [illegible]

"[illegible]" – [illegible]

"[illegible]" – [illegible]

"[illegible]" – [illegible]

"[illegible]" – 福萊特玻璃集團股份有限公司 ([illegible].*), [illegible]

"[illegible]" – [illegible]

"[illegible]" – [illegible]

"[illegible]" – [illegible]

上海證券交易所

* For identification purpose only

福萊特玻璃集團股份有限公司
Flat Glass Group Co., Ltd.

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 6865)

Executive Directors:
[illegible] *(Chairman)*
[illegible]
[illegible]
[illegible]
[illegible]

Independent non-executive Directors:
[illegible]
[illegible]
[illegible]

Registered office, headquarters and principal place of business in the PRC:
1 [illegible]
[illegible]
[illegible]

Principal place of business in Hong Kong:
[illegible], 11/[illegible]
[illegible]
[illegible]
[illegible]

[illegible] 2023

To the Shareholders

(1) PROPOSED INTERIM DIVIDEND FOR THE SIX MONTHS ENDED 30 JUNE 2023
(2) PROPOSED CHANGES OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS
(4) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS
(5) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS
(6) PROPOSED AMENDMENTS TO THE WORKING INSTRUCTIONS FOR INDEPENDENT DIRECTORS
(7) NOTICE OF THE 2023 SECOND EGM
AND
(8) NOTICE OF THE 2023 SECOND H SHARE CLASS MEETING

I. INTRODUCTION

[illegible] 30 [illegible] 2023, [illegible]

III. PROPOSED CHANGES OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

New PRC Regulations Related Amendments to AoA and Amendments to the Rules of Procedures

(“New PRC Regulations Related Amendments to AoA”).

1 2023, (“State Council”) *(《國務院關於廢止部分行政法規和文件的決定》) *(《境內企業境外發行證券和上市管理試行辦法》) (“ ”), 31 2023. * (《到境外上市公司章程必備條款》) (“Mandatory Provisions”) (1 4) . 21* (證委發(1 4) 21號文件) 2 1 4 * (國務院證券委員會) * (國家經濟體制改革委員會) * (《國務院關於股份有限公司境外募集股份及上市的特別規定》) 4 1 4 * (《上市公司章程指引》) , , , 1 2023.

( ) , , (,) .

, 3 .

Registered Capital Related Amendments to AoA

[illegible] 2023 ([illegible] Announcement–).

[illegible] 2021 [illegible], 2021 [illegible], 2021 [illegible], 2022 [illegible], 2022 [illegible], 2022 [illegible], 2023 [illegible], 2023 [illegible] 2023 [illegible] (Registered Capital Related Amendments to AoA–) [illegible].

[illegible] 2023 [illegible], 2023 [illegible] 2023 [illegible].

General

[illegible] 2023 [illegible] 2023 [illegible].

[illegible] 2023 [illegible] 2023 [illegible].

[illegible]

IV. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS

[illegible]

[illegible]

[illegible]

V. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS

[illegible]

[illegible]

VI. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS

[illegible]

[illegible]

VII. PROPOSED AMENDMENTS TO THE WORKING INSTRUCTIONS FOR INDEPENDENT DIRECTORS

[illegible] (《上市公司獨立董事管理辦法》) [illegible] 2023 [illegible] 2023, [illegible]

[illegible] 2023 [illegible] 2023 [illegible]

VIII. THE 2023 SECOND EGM AND THE 2023 SECOND H SHARE CLASS MEETING

[illegible] 2023 [illegible] 2023 [illegible] 2:30 [illegible] 2023 [illegible]

[illegible] 13.3 (4) [illegible] 2023 [illegible] 2023 [illegible] 2023 [illegible] 2023 [illegible]

[illegible] 2023 [illegible] 2023 [illegible] 24 [illegible] 2023 [illegible] 2023, [illegible] 20 [illegible] 2023 [illegible] 2023 [illegible] 2023 [illegible] 4:30 [illegible] 20 [illegible] 2023. [illegible] 2023 [illegible] 2023 [illegible] 2023 [illegible] 2023 [illegible] 24 [illegible] 2023 [illegible] 2023 [illegible] 2023 [illegible] 2023 [illegible]

IX. RECOMMENDATION

[illegible] 2023 [illegible] 2023 [illegible] 2023 [illegible] 2023 [illegible]

[illegible]

Flat Glass Group Co., Ltd.
Ruan Hongliang
Chairman

福萊特玻璃集團股份有限公司
Flat Glass Group Co., Ltd.

(stock code: 06865)

Articles of Association

ARTICLES OF ASSOCIATION OF FLAT GLASS GROUP CO., LTD.

Chapter 1 General Provisions

Article 1 [illegible]

Article ~~4~~2 [illegible]

[illegible] 福萊特玻璃集團股份有限公司 [illegible]

Article ~~5~~3 [illegible]

[illegible]

[illegible]

Article 6 [illegible]

Article ~~7~~4 [illegible]

Article ~~8~~5 [illegible]

Article 9 [illegible]

Article 10~~6~~ [illegible]

[illegible]

~~Article 7~~ [illegible]

[illegible]

Article 11 [illegible]

~~**Article 8**~~

Article <u>12</u> ~~9~~

Chapter 2 Objective and Scope of Business

Article <u>13</u>~~10~~

Article <u>14</u>~~11~~

Chapter 3 Shares ~~and Registered Capital~~

<u>Section 1 Issuance of Shares</u>

~~**Article 12**~~

~~**Article 13**~~

Article 15 [illegible]

Article 16~~14~~ [illegible]

Article 19 [illegible]

No.	Name of shareholder	Amount of ~~capital contributed (RMB'000)~~ shares subscribed (0'000)	Percentage of ~~contribution~~ shareholdings (%)	Contribution method	Date of contribution
	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
	[illegible]		[illegible]	[illegible]	[illegible]
	[illegible]		[illegible]	[illegible]	[illegible]
	[illegible]		[illegible]	[illegible]	[illegible]
Total		70,000	100	–	

Article 20~~17~~

Article 21

Section 2 Reduction and Repurchase of Shares

~~Article 18~~

~~Article 19~~

~~Article 20~~

~~Article 21~~

Article 22

[illegible]

~~**Article 23**~~ [illegible]

[illegible]

~~Chapter 4 Capital Reduction and Repurchase of Shares~~

Article <u>23</u>~~25~~

~~Article 26~~

Article <u>24</u>~~27~~

Article 25~~28~~ [illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

~~**Article 29**~~ [illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Article 26~~30~~ [illegible]

[illegible]

[illegible]

~~Article 31~~ [illegible]

[illegible]

~~Chapter 5 Financial Assistance to Acquire Shares of the Company~~

~~Article 32~~ [illegible]

~~Article 33~~

~~Article 34~~

~~Chapter 6 Shares and Shareholders' Register~~

~~Article 35~~

Section 3 Transfer of Shares

Article 27~~36~~

Article 28~~37~~

~~Article 38~~

~~Article 39~~

~~Article 40~~

[illegible]

Article 29~~44~~ [illegible]

[illegible]

Article 30 [illegible]

[illegible]

[illegible]

[illegible]

~~Chapter 7 Rights and Obligations of Shareholders~~

~~Article 51~~

Article 33~~52~~

[illegible]

Article 34~~53~~ [illegible]

[illegible]

Article 35~~54~~ [illegible]

[illegible]

Article 36~~55~~ [illegible]

[illegible]

Article 60

Article 61

~~**Chapter 8 General Meetings**~~

Section 2 General Provisions for General Meetings

Article 41~~62~~

~~**Article 63**~~

Article 42 ~~64~~

~~Article 65~~

Article 4366

Article 44

Article 45

Article 46

~~**Article 67**~~

~~**Article 68**~~

Article 69

~~Article 70~~ [illegible]

~~Article 71~~ [illegible]

~~Article 72~~ [illegible]

[illegible]

[illegible]

[illegible]

~~Article 73~~ [illegible]

~~Article 74~~ [illegible]

[illegible]

~~Article 75~~

~~Article 76~~

<u>Section 3 Convening of General Meeting</u>

Article <u>47</u>~~77~~

Article <u>48</u>~~78~~

Article 49

Article 52

Section 4 Proposals and Notices of General Meeting

Article 53

Article 54~~80~~

~~Article 81~~

Article 55

Article 56

[illegible]

Article 58 [illegible]

Section 5 Convening of General Meeting

Article 59 [illegible]

Article 60 [illegible]

[illegible]

Article 61 [illegible]

[illegible]

Article 62 [illegible]

(I) [illegible]

(II) [illegible]

(III) [illegible]

(IV) [illegible]

Article 63

Article 64

Article 65

Article 66

Article 67

Article ~~82~~68

Article 69

Article 70

Article 71

Article 72

~~**Article 83**~~

~~Article 84~~

~~Article 85~~

~~Article 86~~

~~Article 90~~

Article 73

Article 74 [illegible]

Article 75 [illegible]

Article <u>78</u>~~93~~

Article 79

Article 82

Article 83

Article 84

Article 85

Article 86

Article 90

Article <u>91</u>~~103~~

Article <u>92</u>~~104~~

Article <u>93</u>~~105~~

Article <u>94</u>~~106~~

~~Chapter 9 Special Procedures for Voting by Class Shareholders~~

~~Article 107~~

~~**Article 108**~~

Chapter 5~~10~~ Board of Directors

Section 1 Directors

~~Article 115~~

&

&

Article 95

Article 98

Article 99

Article 100

~~**Article 117**~~

Article 101 [illegible]

Article 102 [illegible]

Article 103 [illegible]

Article 104 [illegible]

Section 2 The Board of Directors

Article 105 [illegible]

Article 106 [illegible]

[illegible]

Article 107~~118~~ [illegible]

[illegible]

Article 108~~119~~

Article 109~~120~~

~~**Article 121**~~

~~**Article 122**~~

~~**Article 123**~~

~~Article 124~~

~~Article 125~~

Article 110

Article 111

Article 112~~126~~

Article 113

Article 114~~127~~

Article 121~~130~~

~~Article 131~~

Article 122~~132~~

Article 123

~~Chapter 11 Secretary to the Board of Directors~~

~~Article 133~~

~~Article 134~~

ii [illegible]

iii [illegible]

Article 130

Article 131

Article 132

Article 133

Article 134

Article 135

~~**Article 139**~~

Chapter 7~~13~~ Board of Supervisors

Section 1 Supervisors

~~**Article 140**~~

~~**Article 141**~~

~~**Article 142**~~

Article 136~~143~~

Article 137

Article 138

Article 139

Article 140

Article 141

Article 142 [illegible]

Article 143 [illegible]

Section 2 Board of Supervisors

~~Article 145~~

Article 149

Article 148

Article 149

Article 152

Article 153

Article 154

Article 155

Article 156

Article 157

~~Article 160~~ [illegible]

~~Article 161~~ [illegible]

~~Article 162~~ [illegible]

[illegible]

[illegible]

[illegible]

[illegible]

~~Article 163~~ [illegible]

~~Article 164~~ [illegible]

[illegible]

[illegible]

~~Article 165~~ [illegible]

~~Article 166~~

~~Article 168~~

Chapter 8~~15~~ Financial Accounting System, ~~and~~ Profit Distribution and Auditing

Section 1 Financial Accounting System

Article 150~~169~~

Article 151~~170~~

Article 182

Article 183

Article 184

Section 2 Internal Auditing

Article 157

Article 158

~~Chapter 16~~Section 3 Appointment of Accounting Firm

Article 159~~185~~

~~Article 186~~

~~Article 187~~

~~Article 188~~

Article 161

Article 162~~190~~

~~Article 191~~

Article 163~~192~~

Article 165

Article 166

Article 167

Article 168

Article 169

Article 170

Section 2 Announcements

Article 171

Chapter 10~~17~~ Merger, Division, Increase and Decrease of Capital, Dissolution and Liquidation~~Merger and Division of the Company~~

Section 1 Merger, Division, Increase and Decrease of Capital

~~**Article 193**~~

Article 172~~194~~

Article 173

<ins>**Article 174**</ins> [illegible]

Article <ins>175</ins>~~195~~ [illegible]

[illegible]

<ins>**Article 176**</ins> [illegible]

<ins>**Article 177**</ins> [illegible]

[illegible]

[illegible]

Article <ins>178</ins>~~196~~ [illegible]

[illegible]

<ins>Section 2</ins>~~Chapter 18~~ Dissolution and Liquidation~~ of the Company~~

Article <ins>179</ins>~~197~~ [illegible]

(i) [illegible]

(ii) [illegible]

(iii) [illegible]

Article 180~~198~~

Article 181~~199~~

Article 185~~204~~

Article 186~~205~~

~~**Article 210**~~

~~Chapter 20 Notices~~

~~Article 213~~

~~Article 214~~

~~Article 215~~

~~Article 216~~

~~Article 217~~

~~Chapter 21 Settlement of Disputes~~

~~Article 218~~

Article 195~~221~~

~~**Article 222**~~

Article 196

Article 197

Article 198

~~**Article 223**~~

~~**Article 224**~~

Article 199~~225~~

RULES OF PROCEDURES FOR GENERAL MEETINGS OF FLAT GLASS GROUP CO., LTD.

Chapter 1 General Provisions

Article 1

Article 2

Article 3

Article 4

Article 5

Chapter 2 Convening of General Meetings

Article 6

Article 7

Article 10

Article 11

Article 12

Chapter 3 Proposals and Notice of General Meetings

Article 13

Article 14

Article 15

Article 16

Article 18

~~**Article 18**~~

~~Article 19~~

~~Article 20~~ Article 19

Chapter 4 Convening of General Meetings

~~Article 21~~

~~Article 22~~ Article 20

Article 25

Article 29

~~**Article 26**~~

~~**Article 27**~~ **Article 30**

Article 31

~~Article 30~~

~~Article 31~~

~~Article 32~~

~~Article 33~~ Article 34

~~Article 34~~ Article 35

~~Article 35~~ Article 36

Article 37

Chapter 5 Voting and Resolutions at General Meetings

Article 38

Article 41

~~Article 36~~

~~Article 37~~

~~Article 38~~ Article 42

~~Article 39~~

~~Article 40~~ Article 45

~~Article 41~~

Article 48

~~Article 46~~ Article 53

~~Article 47~~ Article 54

Article 55

Article 56

Article 57

Chapter 6 Minutes of General Meeting and Archives Management

~~Article 48~~ Article 58

Chapter ~~5~~ 7 ~~Special Procedures for Voting by Class Shareholders~~ Authorization of Generation Meeting to the Board of Directors

~~Article 53~~ Article 60

~~Article 54~~ Article 61

~~Article 55~~ Article 62

~~Article 56~~

~~Article 57~~

~~Article 58~~

Chapter ~~6~~ 8 Supplementary Provisions

~~Article 59~~ Article 63

~~Article 60~~

Article 64

Article 61

RULES OF PROCEDURE FOR BOARD MEETINGS OF FLAT GLASS GROUP CO., LTD.

Chapter 1 General Provisions

Article 1

Article 2

Chapter 2 Directors

Article 3

Article 4

Article 5

Article 6

Article 7

Article 8

&

&

~~Article 2~~

Article 15

Article 16

Article 17

[illegible]

Chapter 4 The procedures for convening and voting of the Board

Article 18 [illegible]

~~Article 3~~ [illegible]

[illegible]

Article 19 [illegible]

~~Article 4~~ [illegible]

[illegible]

[illegible]

~~Article 5~~ [illegible]

[illegible]

Article 20 [illegible]

[illegible]

[illegible]

~~Article 6~~

~~Article 8~~

Article 21

~~Article 9~~ **Article 22**

Article 23

~~**Article 10**~~

~~**Article 11**~~

Article 24

Article 25

Article 26

Article 27

~~**Article 12**~~

~~**Article 13**~~

~~Article 20~~

~~Article 21~~

~~Article 22~~

~~Article 23~~

~~Article 24~~

~~Article 25~~

Article 28

~~Article 26~~

~~Article 27~~

~~Article 28~~

~~Article 29~~

Article 31

Chapter 6 The procedures for convening and voting of the Board

Article 32

Article 33

~~**Article 32**~~

Article 34

Article 35

Article 36

RULES OF PROCEDURES OF MEETINGS OF THE SUPERVISORY COMMITTEE OF FLAT GLASS GROUP CO., LTD.

Chapter 1 General Provisions

Article 1 [illegible]

Article 2 [illegible]

[illegible]

[illegible]

Article 2 [illegible]

Chapter th4pColo456 0 lSQBTPercepte, Te2leg Te2leg0a mativeColori

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Article 11

Article 12

Chapter 3 Composition and duties of the Board of Supervisors

Article 13

Article 14

Article 15

Article 16

Article 17

Article 18

Article 19

Chapter 4 The procedures for convening and voting of the Board of supervisor

Article 20

~~**Article 3**~~

Article 21

Article 6

Article 7

Article 23

~~**Article 8**~~

Article 24

~~**Article 9**~~

~~**Article 10**~~

Article 25

Article 11

Article 12

Article 13

Article 29

Article 14

Article 15

~~Article 16~~

~~Article 17~~

Article 30

Chapter 5 Supplementary provisions

Article 31

Article 32

~~Article 18~~

Article 33

FLAT GLASS GROUP CO., LTD.
WORKING INSTRUCTIONS FOR INDEPENDENT DIRECTORS

Chapter 1 General Provisions

Article 1 [illegible]

Article 4

~~Article 7~~ [illegible]

Chapter <u>2</u>~~3~~ ~~Conditions of Employment of Independent~~
<u>Qualifications and Appointments and Removals</u>

Directors Article <u>6</u>~~8~~ [illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Article 8 ~~10~~

~~Chapter 4 Nomination, Election and Replacement of Independent Directors~~

Article 9 ~~11~~

Article 10~~12~~

Article 11

Article 12 ~~13~~

~~Article 14~~

~~Article 15~~

Article 13~~16~~

~~Article 17~~

~~Article 18~~

Article 14

Article 15

Article 16

Chapter

Article 19

Article 20

Article 21

Article 22~~20~~

~~Article 21~~

~~Article 22~~

~~Article 23~~

Article 24

Article 23~~25~~

Article 24

Article 25

Article 26

Article ~~26~~27

Article 28

Article 27

Article 28

Article 29

Article 30

Article 31

Article 32

Chapter ~~6~~4 ~~Independent Opinions of Independent Directors~~ Duty Performance Guarantee

~~Article 30~~

Article 36

Article ~~39~~37

~~Article 40~~

~~Article 41~~

Article ~~42~~38

Article 39

Article ~~43~~40

Chapter 5~~8~~ Supplementary Provisions

Article ~~44~~41

Article 42

Article 43

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福萊特玻璃集團股份有限公司
Flat Glass Group Co., Ltd.

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 6865)

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN ... 2023 ... (... 2023 Second EGM") ... ., ... (... Company") ... 2 30 ... , 2

[illegible]

[illegible]
Flat Glass Group Co., Ltd.
Ruan Hongliang
Chairman

[illegible]
[illegible] 2023

As at the date hereof, the executive Directors are Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun, Mr. Wei Yezhong and Mr. Shen Qifu, and the independent non-executive Directors are Ms. Xu Pan, Ms. Hua Fulan and Ms. Ng Yau Kuen Carmen.

Notes:

1. [illegible] 2023 [illegible]

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福莱特玻璃集團股份有限公司

Flat Glass Group Co., Ltd.

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 6865)

NOTICE OF THE 2023 SECOND H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN [illegible] 2023 [illegible] Company [illegible] 2 30 [illegible] 2 [illegible] 2023 [illegible] 2023

SPECIAL RESOLUTIONS

1. [illegible]

2. [illegible]

Notes:

1. [illegible]

2. [illegible]

3. [illegible]

4. [illegible]

5. [illegible]

6. [illegible]

7. [illegible]

8. [illegible]